

CARSON VINCENT D  
Form 4  
June 06, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARSON VINCENT D

(Last) (First) (Middle)

1 HELEN OF TROY PLAZA

(Street)

EL PASO, TX 79912

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HELEN OF TROY LTD [HELE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/04/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Legal Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, Par Value \$0.10 per share | 06/04/2018                           |  | M                              | 5,000   | A \$ 18.8   | 10,325   | D                                 |
| Common Stock, Par Value \$0.10 per share | 06/04/2018                           |  | M                              | 7,194   | A \$ 32.9   | 17,519   | D                                 |
| Common Stock, Par Value                  | 06/04/2018                           |  | M                              | 4,747   | A \$ 34.72  | 22,266   | D                                 |

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Value  
\$0.10 per  
share

Common  
Stock, Par  
Value 06/04/2018  
\$0.10 per  
share

M 3,045 A \$ 36.03 25,311 D

Common  
Stock, Par  
Value 06/04/2018  
\$0.10 per  
share

M 294 A \$ 64.19 25,605 D

Common  
Stock, Par  
Value 06/04/2018  
\$0.10 per  
share

F 6,850 D \$ 91.15 18,755 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |              |                            |
| Employee Stock Option (Right to Buy)       | \$ 18.8  | 06/04/2018                           |  | M                              | 5,000   | 05/15/2010   | 05/15/2019  | Common Stock | 5,000                      |
| Employee Stock Option                      | \$ 32.9  | 06/04/2018                           |  | M                              | 7,194   | 05/17/2012   | 05/17/2021  | Common Stock | 7,194                      |

|                                      |          |            |   |       |            |            |              |       |  |  |
|--------------------------------------|----------|------------|---|-------|------------|------------|--------------|-------|--|--|
| (Right to Buy)                       |          |            |   |       |            |            |              |       |  |  |
| Employee Stock Option (Right to Buy) | \$ 34.72 | 06/04/2018 | M | 4,747 | 05/01/2013 | 05/01/2022 | Common Stock | 4,747 |  |  |
| Employee Stock Option (Right to Buy) | \$ 36.03 | 06/04/2018 | M | 3,045 | 05/05/2014 | 05/06/2023 | Common Stock | 3,045 |  |  |
| Employee Stock Option (Right to Buy) | \$ 64.19 | 06/04/2018 | M | 294   | 05/02/2015 | 05/02/2024 | Common Stock | 294   |  |  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| CARSON VINCENT D<br>1 HELEN OF TROY PLAZA<br>EL PASO, TX 79912 |               |           | Chief Legal Officer |       |

## Signatures

Vincent D. Carson  
06/06/2018

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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